

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re

Perpetua-Burr Oak Holdings of Illinois, L.L.C.
and Perpetua, Inc.,

Debtor.

Chapter 11

Case No. 09-34022
(Jointly Administered)

Honorable Pamela S. Hollis

NOTICE OF MOTION

PLEASE TAKE NOTICE that on **August 9, 2011 at 10:00 a.m.** or as soon thereafter as counsel may be heard, we will appear before the Honorable Pamela S. Hollis, or any other judge sitting in her stead, in Courtroom 644 of the Dirksen Federal Building, 219 S. Dearborn St., Chicago, Illinois, and present the attached **FOURTH AND FINAL APPLICATION OF PERKINS COIE LLP, AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AND FOR RELATED RELIEF.**

Dated: July 15, 2011

Respectfully submitted,

THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

By: /s/ Daniel A. Zazove
One of Their Attorneys

Daniel A. Zazove, ARDC No. 3104117
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PERPETUA- BURR OAK HOLDINGS OF
ILLINOIS, L.L.C., *et al.*,
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**FOURTH AND FINAL APPLICATION OF PERKINS COIE LLP,
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR ALLOWANCE AND PAYMENT OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES AND FOR RELATED RELIEF**

- A. Name of Applicant: Perkins Coie LLP.
- B. Authorized to Provide Professional Services to: The Official Committee of Unsecured Creditors.
- C. Date of Retention: November 19, 2009 per order of December 17, 2009.
- D. Period for Which Compensation and Reimbursement Is Sought: January 1, 2011 to June 16, 2011.
- E. Amount of Compensation Sought as Actual, Reasonable and Necessary: \$121,785.50.
- F. Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$2,090.61.
- G. This is a: Final fee application.
- H. The Dates and Amounts of Previous Compensation Paid are:

Amount of fees and expenses requested in Perkins Coie LLP's First Interim Application: \$117,840.99.

Amount allowed and ordered to be paid on Perkins Coie LLP's First Interim Application: \$112,008.29.

Amount of fees and expenses requested in Perkins Coie LLP's Second Interim Application: \$156,805.74.

Amount allowed and ordered to be paid on Perkins Coie LLP's Second Interim Application: \$155,423.53.

Amount of fees and expenses requested in Perkins Coie LLP's Third Interim Application: \$39,894.02.

Amount allowed and ordered to be paid on Perkins Coie LLP's Third Interim Application: \$37,948.56.

Total amount allowed and ordered to be paid: \$305,380.38.

Amount paid to Perkins Coie LLP by Debtor to Date: \$305,380.38.

Respectfully submitted,

By: s/ Daniel A. Zazove
One of Attorneys for The Official
Committee of Unsecured Creditors

Daniel A. Zazove, ARDC No. 3104117
Kathleen A. Stetsko, ARDC No. 6297704
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Chapter 11

Case No. 09-34022
Jointly Administered

**FOURTH AND FINAL APPLICATION OF DANIEL A. ZAZOVE AND THE
PARTNERS, ASSOCIATES AND PARAPROFESSIONALS OF PERKINS COIE LLP
FOR ALLOWANCE AND PAYMENT OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

Daniel A. Zazove and the partners, associates and paraprofessionals of Perkins Coie LLP (collectively “Perkins Coie”), as counsel for the Official Committee of Unsecured Creditors (the “Committee”) pursuant to sections 327, 328, 330, and 506(c) of the Bankruptcy Code, Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Rule 5082-1 of the Local Rules for the United States Bankruptcy Court for the Northern District of Illinois, submit this Fourth application for: (a) the allowance and payment of compensation in the total amount of \$121,785.50 for 293.90 hours of service rendered to the Committee between the dates of January 1, 2011 and June 16, 2011; and (b) an award for reimbursement of expenses advanced by Perkins Coie on behalf of the Committee totaling \$2,090.61 through the date of this motion.

CASE STATUS

1. On June 16, 2011 the Debtors' Modified Second Amended Joint Plan of Liquidation, confirmed by order of the Bankruptcy Court entered May 26, 2011, became effective. The Plan, supported by the Cook County Sheriff, represents the culmination of a cooperative effort between the Debtors and the Creditors Committee to utilize scant resources to maintain Burr Oak Cemetery as a viable, operating entity under the control of an independent Trustee, herself a former U.S. Attorney, Judge of the Circuit Court and member of the

Governor's commission on cemetery reform; achieve some level of modest distribution for all lineal relatives of decedents; maintain a victims fund for those who are able to prove actual harm and loss, and fund the restoration of the cemetery as a fitting, final resting place for those interred there. This is a remarkable achievement in light of the circumstances existing when the case was filed on September 14, 2009. Then Burr Oak Cemetery was a crime scene, its employees arrested and jailed, its owners and management subject to multiple tort and class action law suits pending in the Cook County Circuit and United States District Court. The lurid details of its ruinous condition was portrayed on the nightly news and all manner of rumor and speculation about just what went on there raised the anxiety level of the family and friends to a fevered pitch.

BACKGROUND

2. On September 14, 2009 (the "Petition Date"), the Debtors each filed a voluntary petition in this Court under Chapter 11 of Title 11 of the United States Code 11 U.S.C. §101-1532, as amended (the "Bankruptcy Code"), thereby commencing the above-captioned cases (the "Cases"). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. The United States Trustee appointed a creditors' committee (the "Committee") in the Cases on November 19, 2009. The committee members all have family buried at Burr Oak Cemetery and personally experienced the fear, anxiety and loathing as the Cases played out as a public spectacle.

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334. Venue is proper pursuant to 28 U.S.C. §§1408 and 1409. This matter is a core proceeding pursuant to 18 U.S.C. §157(b)(2).

5. Perkins Coie's retention as counsel for the Committee in the Chapter 11 bankruptcy cases, effective as of November 19, 2009, was approved by an order of this Court dated December 17, 2009.

6. Pursuant to the Compensation Order, Perkins Coie has filed Monthly statements of services and out of pocket expenses for each month from January through June 16, 2011. No objection has been filed to the allowance of any of Perkins Coie's monthly statements of services and pursuant to the Order, the Debtors were supposed to pay Perkins Coie 80% of the fees and 100% of the out-of-pocket costs requested within 10 days. However, until the effective date the Debtors have not had the funds to pay fees and/or expenses in the time required.

7. On April 30, 2010, Perkins Coie filed its First Interim Fee Application seeking the allowance and payment of \$117,804.00 in fees and expenses for services rendered to the Creditors Committee from November 19, 2009 through March 31, 2010. (Dckt. 545.) On August 23, 2010, Perkins Coie filed its Second Interim Fee Application seeking the allowance and payment of \$156,805.74 in fees and expenses for services rendered to the Creditors Committee from April 1, 2010 through July 31, 2010. (Dckt. 688.) On January 20, 2011, Perkins Coie filed its Third Interim Fee Application seeking the allowance and payment of \$39,894.02 in fees and expenses for services rendered to the Creditors Committee from August 1, 2010 through December 31, 2010. (Dckt. 775.)

8. The Court granted all three applications and allowed fees and expenses in the respective amounts of \$112,008.29 (Dckt. 559), \$155,423.53, (Dckt. 722), and \$37,948.56 (Dckt. 782).

9. Although the Court ordered the payment of \$305,380.38 to Perkins Coie, the Debtors were unable to pay fees and/or expenses in a timely manner. Through mid-June 2011,

the Debtors had paid only \$182,045.99 of the \$305,380.38 allowed. On June 23, after the plan's effective date, the Debtors made a substantial payment that paid the balance due on the Committee's first three interim fee applications, \$123,334.39, and also paid a portion of the amounts due on the Committee's monthly statements for services rendered from January through May 2011, \$46,369.88 of which remains unpaid.

10. Perkins Coie's Statements of Services rendered and Paid Expenses Incurred for the period of January 1, 2011 through June 16, 2011 are attached to this application as Exhibits A through F (the "Invoices").

11. All of the services reflected on the attached Invoices pertain to the Cases and were rendered at the request of the Committee in the exercise of their rights, powers and duties under 11 U.S.C. §1103.

12. By this fee application, Perkins Coie seeks compensation for its services and reimbursement for its expenses in connection with the Perpetua bankruptcy and its related adversary proceedings. These services have been categorized into six categories: (1) case administration; (2) committee communications; (3) court appearances; (4) adversary proceedings; (5) Chapter 11 plan negotiations; and (6) claims review-adjudication.

I. NATURE AND EXTENT OF THE SERVICES RENDERED AND COSTS INCURRED

A. Case Administration

13. During the period between January 1, 2011 and June 16, 2011, inclusive, Perkins Coie devoted 18.50 hours having a value of \$6,192.00 to case administration. This time was spent on the review of pleadings and motions, attention to ongoing case matters, and drafting monthly statements of fees and expense.

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Daniel A. Zazove (Partner))	7.70	\$585.00	\$4,504.50
Kathleen A. Stetsko (Associate)	2.50	\$275.00	\$687.50
Joanna Mertes (Paralegal)	8.30	\$125.00	\$1,000.00
TOTAL	18.50		\$6,192.00

B. Committee Communications

14. During the period between January 1, 2011 and June 16, 2011, inclusive, Perkins Coie devoted 43.30 hours having a value of \$17,477.00 to committee communication. This time was spent attending committee meetings and responding to calls from committee members and their counsel.

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
John M. Christian (Partner)	3.90	\$520.00	\$2,028.00
Daniel A. Zazove (Partner))	16.60	\$585.00	\$9,711.00
Kathleen A. Stetsko (Associate)	19.00	\$275.00	\$5,225.00
Carolyn Janssen (Docketing Specialist)	3.80	\$135.00	\$513.00
TOTAL	43.30		\$17,477.00

C. Court Appearances

15. During the period between January 1, 2011 and June 16, 2011, inclusive, Perkins Coie devoted 7.90 having a value of \$3,387.50 to court appearances. This time was spent attending hearing on matters pending before the Court.

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Daniel A. Zazove (Partner))	3.50	\$585.00	\$2,047.50
Kathleen A. Stetsko (Associate)	3.10	\$275.00	\$852.50

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Jeremy L. Buxbaum (Associate)	1.30	\$375.00	\$487.50
TOTAL	7.90		\$3,387.50

D. Adversary Proceedings

16. During the period between January 1, 2011 and June 16, 2011, inclusive, Perkins Coie devoted 0.10 hours having a value of \$58.50 to the adversary proceeding regarding the insurance settlement.

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Daniel A. Zazove (Partner))	0.10	\$585.00	\$58.50
TOTAL	0.10		\$58.50

E. Chapter 11 Plan Negotiations

17. During the period between January 1, 2011 and June 16, 2011, inclusive, Perkins Coie devoted 224 hours having a value of \$94,658.00 to the proposal and confirmation of the Chapter 11 plan. This time was spent negotiating the terms of a Chapter 11 bankruptcy plan, drafting model terms and related plan Agreements.

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
John M. Christian (Partner)	27.60	\$520.00	\$14,352.00
Daniel A. Zazove (Partner))	105.90	\$585.00	\$61,951.50
Demetrius E. Carney (Partner)	3.00	\$550.00	\$1,650.00
Richard E. Peterson (Partner)	0.80	\$715.00	\$572.00
Kathleen A. Stetsko (Associate)	35.30	\$275.00	\$9,707.50
Joanna E. Mertes (Paralegal)	51.40	\$125.00	\$6,425.00

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
TOTAL	224.00		\$94,658.00

F. Claims Review - Adjudication

18. During the period between January 1, 2011 and June 16, 2011, inclusive, Perkins Coie devoted 0.10 hours having a value of \$12.50 to Claims Review.

Hours and Compensation Requested for Case Administration			
PROFESSIONAL/POSITION	HOURS	RATE	FEE
Joanna E. Mertes (Paralegal)	0.10	\$125.00	\$12.50
TOTAL	0.10		\$12.50

G. Costs and Expenses

19. During the period between January 1, 2011 and June 16, 2011, inclusive, Perkins Coie expended reimbursable costs on behalf of the Debtor relating to the bankruptcy aggregating \$2,090.61, as set forth on the attached Exhibits A through F. The costs include photocopies and printing, long-distance telephone charges, telephone conference calls, and court reporter transcript fees.

20. Perkins Coie does not charge for staff overtime, transportation, incoming or outgoing telefax or internet printing.

II. BIOGRAPHICAL INFORMATION

21. The biographical profiles of Daniel A. Zazove, Demetrius Carney, John M. Christian, Richard Peterson, Kathleen A. Stetsko and Jeremy L. Buxbaum are included with this application as Exhibits G through L respectively.

III. REASONABLENESS OF THE COMPENSATION REQUESTED

22. Perkins Coie submits that an allowance of compensation and reimbursement of expenses as requested is reasonable and appropriate. In many respects Perkins Coie's work on

the matter was rendered on a "contingent hourly" basis. As part of its application, Perkins Coie requests the entry of an Order directing payment of the fees and expenses awarded by the Court.

IV. COMPLIANCE WITH SECTION 504

23. Other than as provided for and allowed by 11 U.S.C. § 504, there is no agreement between Perkins Coie and any other firm, person or entity for sharing or division of any compensation paid or payable to Perkins Coie.

V. NOTICE

24. Notice of this Application has been given to: (a) the Office of the United States Trustee; (b) counsel to the Debtor; (c) counsel to the Debtors' post-petition lenders; and (d) parties requesting notice in the Cases. In light of the creditor activity within these cases and the existence of the Committee the committee submits that no further notice is required. Based on the extent of the notice already provided and the lack of objection to its monthly statements, Perkins Coie respectfully requests that additional notice of the hearing on this Application be excused for good cause shown pursuant to Fed. R. Bankr. P. 2006(a)(6), 2002(i) and 9007.

WHEREFORE, Perkins Coie requests the entry of an order, substantially in the form attached hereto that:

- a. allows Perkins Coie \$121,785.50 in final compensation for services rendered during the Application Period of January 1, 2011 through June 16, 2011;
- b. allows Perkins Coie \$2,090.61 in expense reimbursement for the Application period of January 1, 2011 through June 16, 2011;
- c. directs the Debtors to pay Perkins Coie \$123,876.11 for fees and expenses for services rendered during January 1, 2011 through June 16, 2011;
- d. directs the Debtors to pay Perkins Coie the unpaid amounts previously allowed by order of the Court, totaling \$46,369.88;
- e. deems the interim compensation previously awarded to be final; and

f. provides Perkins Coie with such additional relief as may be appropriate under the circumstances.

Respectfully submitted,

By: s/ Daniel A. Zazove
One of the Attorneys for The Official
Committee of Unsecured Creditors

Daniel A. Zazove, ARDC No. 3104117
Kathleen A. Stetsko, ARDC No. 6297704
Perkins Coie LLP
131 South Dearborn Street, Suite 1700
Chicago, IL 60603-5559
312.324.8400

Dated: July 15, 2011

CERTIFICATE OF SERVICE

Daniel A. Zazove, an attorney, hereby certifies that on July 15, 2011 he caused a copy of the Fourth and Final Application of Perkins Coie LLP, as Counsel for the Official Committee of Unsecured Creditors for allowance and Payment of Compensation and Reimbursement of Expenses and for Related Relief, to be served on the parties listed on the attached Service List as so indicated.

/s/ Daniel Zazove

PERKINS COIE LLP

Daniel A. Zazove (ARDC #3104117)

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Telephone: (312) 324-8400

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SERVICE LIST – PERPETUA BURR-OAK

	Email Address	Method of Delivery
William T. Neary Office of the U.S. Trustee 219 S. Dearborn St., Room 873 Chicago, IL 60604-1702	USTPRegion11.ES.ECF@usdoj.gov	Court ECF notice
<i>Attorneys for Debtors</i> Kimberly A Bacher Robert M Fishman Richard A. Saldinger Brian L Shaw Shaw Gussis Fishman Glantz Wolfson Towbin 321 N. Clark Suite 800 Chicago, IL 60654	kbacher@shawgussis.com rfishman@shawgussis.com rsaldinger@shawgussis.com bshaw100@shawgussis.com	Court ECF notice/ Email
<i>Parties requesting electronic mail</i> Deidre Baumann Shelby H. Kanarish Steven J. Plotkin Darrell Phillips Bobbie Sanders	baumannesq@worldnet.att.net Shelby@walnerlaw.com sjplaw@sbcglobal.net revrdlp@comcast.net rsanderson1954@sbcglobal.net mbryant@a-cubedllc.com tsanders1913@yahoo.com	Electronic mail

	Email Address	Method of Delivery
<i>All other parties requesting ECF notice</i>		Court ECF notice
Sisavanh B. Baker Aaron R. Bilton Michael F. Bonamarte Carl B. Boyd Patience R. Clark Nathan F. Coco Josephy R. Curcio Yao O'Dinizulu Faith Dolgin Jamie G. Goldstein Kenneth T. Goldstein Blake W. Horwitz Gregory J. Jordan Dan Klein Robert D. Kreisman Clinton A. Krislov Vincent E. Lazar Anthony J. Masciopinto Scott C. Polman Elliot Pollock Joseph A. Power Aron D. Robinson Zachary K. Sims Thomas A. Jr. Zimmerman		